

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

**FIRST QUARTERLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,
AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
PERIOD FROM AUGUST 9, 2023 THROUGH OCTOBER 31, 2023**

| | |
|---|--|
| Name of Applicant: | Pachulski Stang Ziehl & Jones LLP |
| Authorized to Provide Professional Services to: | Debtors and Debtors in Possession |
| Date of Retention: | Effective as of August 9, 2023 by order signed September 11, 2023 [Docket No. 232] |
| Period for which Compensation and Reimbursement is Sought: | August 9, 2023 through October 31, 2023 ² |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$6,634,632.00 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$164,868.31 |
| Rates are Higher than those Approved or Disclosed at Retention? Yes___ No <u>x</u> If yes, Total Compensation Sought Using Rates Disclosed in Retention Application: | No |
| Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed: | \$2,825,636.20 |
| Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed: | \$24,745.03 |
| Number of Professionals Included in this Application: | 38 |

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc. principal place of business and the Debtors' service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

| | |
|--|--|
| Name of Applicant: | Pachulski Stang Ziehl & Jones LLP |
| If Applicable, Difference Between Fees Budgeted and Compensation Sought for this Period: | N/A |
| Number of Professionals Billing Fewer than 15 Hours to the Case During this Period: | 10 |

This is a: ☐ monthly ☒ interim ☐ final application.

The total time expended for fee application preparation is approximately 8.0 hours and the corresponding compensation requested is approximately \$4,500.00.

PRIOR MONTHLY APPLICATIONS FILED

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------|-----------------------|-----------------------|---------------------------|----------------------|--------------------------|
| 11.01.2023 | 08.09.23 - 08.31.23 | \$1,275,515.75 | \$10,533.41 | \$1,275,515.75 | \$10,533.41 |
| 11.22.2023 | 09.01.23 - 09.30.23 | \$2,256,529.50 | \$14,211.62 | \$2,256,529.50 | \$14,211.62 |
| 12.01.2023 | 10.01.23 - 10.31.23 | \$3,102,586.75 | \$140,123.28 | \$3,102,586.75 | \$140,123.28 |

PSZJ PROFESSIONALS

| Name of Professional Individual | Position of the Applicant, Year of Obtaining License to Practice | Hourly Billing Rate (including Changes) | Total Hours Billed | Total Compensation |
|--|---|--|---------------------------|---------------------------|
| Pachulski, Isaac M. | Partner, 1974 | \$1,995.00 | 46.70 | \$ 93,166.50 |
| Pachulski, Richard M. | Partner, 1979 | \$1,895.00 | 413.30 | \$783,203.50 |
| Davidson, Jeffrey H. | Partner, 1977 | \$1,895.00 | 6.50 | \$ 12,317.50 |
| Kornfeld, Alan J. | Partner, 1987 | \$1,675.00 | 382.60 | \$640,855.00 |
| Kharasch, Ira D. | Partner, 1982 | \$1,645.00 | 4.00 | \$ 6,580.00 |
| Barton, David J. | Partner, 1982 | \$1,645.00 | 2.30 | \$ 3,783.50 |
| Grassgreen, Debra I. | Partner, 1992 | \$1,550.00 | 477.60 | \$740,280.00 |
| Kevane, Henry C. | Partner, 1986 | \$1,550.00 | 356.10 | \$551,955.00 |
| Gruber, Richard J. | Counsel, 1982 | \$1,525.00 | 58.80 | \$ 89,670.00 |
| Brown, Kenneth H. | Partner, 1981 | \$1,525.00 | 5.10 | \$ 7,777.50 |
| Elkin, Judith | Counsel, 1982 | \$1,450.00 | 239.30 | \$346,985.00 |
| Cantor, Linda F. | Partner, 1988 | \$1,450.00 | 48.00 | \$ 69,600.00 |
| Litvak, Maxim B. | Partner, 1997 | \$1,445.00 | 90.50 | \$130,772.50 |
| Nasatir, Iain A.W. | Partner, 1983 | \$1,395.00 | 9.40 | \$ 13,113.00 |
| Hochman, Harry D. | Counsel, 1987 | \$1,350.00 | 43.70 | \$ 58,995.00 |

| Name of Professional Individual | Position of the Applicant, Year of Obtaining License to Practice | Hourly Billing Rate (including Changes) | Total Hours Billed | Total Compensation |
|--|---|--|---------------------------|---------------------------|
| Hunter, James KT | Counsel, 1976 | \$1,350.00 | 2.60 | \$ 3,510.00 |
| Glazer, Gabriel I. | Partner, 2006 | \$1,325.00 | 97.00 | \$128,525.00 |
| Pagay, Malhar S. | Partner, 1997 | \$1,295.00 | 312.50 | \$404,687.50 |
| Bomrind, Zev M. | Partner, 1997 | \$1,295.00 | 2.60 | \$ 3,367.00 |
| O'Neill, James E. | Partner, 1985 | \$1,275.00 | 401.60 | \$512,040.00 |
| Kim, Jonathan J. | Counsel, 1996 | \$1,175.00 | 125.10 | \$146,992.50 |
| Newmark, Victoria A. | Counsel, 1996 | \$1,175.00 | 15.00 | \$ 17,625.00 |
| Lucas, John W. | Partner, 2005 | \$1,150.00 | 3.40 | \$ 3,910.00 |
| Levine, Beth E. | Counsel, 1992 | \$1,095.00 | 110.00 | \$120,450.00 |
| Robinson, Colin R. | Counsel, 1997 | \$1,095.00 | 29.90 | \$ 32,740.50 |
| Gray, Erin | Counsel, 1992 | \$1,095.00 | 14.90 | \$ 16,315.50 |
| Saunders, Robert M. | Counsel, 1984 | \$1,095.00 | 8.90 | \$ 9,745.50 |
| Hong, Nina L. | Partner, 1996 | \$1,075.00 | 99.70 | \$107,177.50 |
| Flanagan, Tavi C. | Counsel, 1993 | \$1,075.00 | 94.40 | \$101,480.00 |
| Brandt, Gina F. | Counsel, 1976 | \$1,050.00 | 30.60 | \$ 32,130.00 |
| Rosell, Jason H. | Partner, 2010 | \$995.00 | 308.70 | \$307,156.50 |
| Brown, Gillian N. | Counsel, 1999 | \$975.00 | 161.20 | \$157,170.00 |
| Ramseyer, William L. | Counsel, 1980 | \$975.00 | 112.10 | \$109,297.50 |
| Pachulski, Richard M. | Partner, 1979 | \$947.50 | 29.30 | \$ 27,761.75 |
| Manning , Miriam | Counsel, 1995 | \$925.00 | 28.00 | \$ 25,900.00 |
| Mackle, Cia H. | Counsel, 2006 | \$925.00 | 20.20 | \$ 18,685.00 |
| Golden, Steven W. | Partner, 2015 | \$895.00 | 502.70 | \$449,916.50 |
| Kornfeld, Alan J. | Partner, 1987 | \$837.50 | 10.70 | \$ 8,961.25 |
| Grassgreen, Debra I. | Partner, 1992 | \$775.00 | 26.30 | \$ 20,382.50 |
| Corma, Edward A. | Associate, 2018 | \$725.00 | 130.70 | \$ 94,757.50 |
| Forrester, Leslie A. | Law Library Director | \$595.00 | 17.10 | \$ 10,174.50 |
| Levine, Beth E. | Counsel, 1992 | \$547.50 | 5.60 | \$ 3,066.00 |
| Jeffries, Patricia J. | Paralegal | \$545.00 | 244.90 | \$133,470.50 |
| Petras, Lisa | Paralegal | \$545.00 | 97.70 | \$ 53,246.50 |
| Densmore, Ian D. | Paralegal | \$545.00 | 9.70 | \$ 5,286.50 |
| Yee, Karina K. | Paralegal | \$545.00 | 3.50 | \$ 1,907.50 |
| Cuniff, Patricia E. | Paralegal | \$545.00 | 2.10 | \$ 1,144.50 |
| Dassa, Beth D. | Paralegal | \$545.00 | 0.20 | \$ 109.00 |
| Knotts, Cheryl A. | Paralegal | \$495.00 | 1.80 | \$ 891.00 |
| Paul, Andrea R. | Case Management Assistant | \$425.00 | 28.70 | \$ 12,197.50 |
| Bouzoukis, Charles J. | Case Management Assistant | \$425.00 | 8.00 | \$ 3,400.00 |

Grand Total: \$6,634,632.00

Total Hours: 5,281.30

Blended Rate: \$1,256.25

COMPENSATION BY CATEGORY

| Project Categories | Total Hours | Total Fees |
|---|--------------------|-----------------------|
| Appeals | 3.70 | \$ 5,103.00 |
| Asset Analysis and Recovery | 60.50 | \$ 69,898.50 |
| Asset Disposition | 218.90 | \$ 259,122.50 |
| Avoidance Action Analysis | 0.70 | \$ 918.50 |
| Bankruptcy Litigation | 934.70 | \$1,066,537.00 |
| Business Operations | 32.70 | \$ 36,630.50 |
| Case Administration | 267.30 | \$ 267,789.00 |
| Claims Administration and Objections | 129.10 | \$ 177,232.00 |
| Contract and Lease Matters | 536.70 | \$ 680,809.50 |
| Corporate Governance | 59.70 | \$ 97,601.00 |
| Employee Benefits/Pensions and KEIP/KERP | 41.20 | \$ 55,388.00 |
| Financial Filings | 58.30 | \$ 54,595.50 |
| Financing/Cash Collateral/Cash Management | 1302.10 | \$1,813,742.00 |
| First/Second Day Matters | 157.50 | \$ 162,815.50 |
| General Creditors' Committee | 28.40 | \$ 37,393.50 |
| Hearings | 43.70 | \$ 52,890.00 |
| Insurance Coverage | 9.70 | \$ 13,495.50 |
| Insurance Issues | 3.30 | \$ 3,603.50 |
| Litigation (Non-Bankruptcy) | 13.20 | \$ 10,189.50 |
| Meetings of and Communications with Creditors | 12.80 | \$ 14,087.00 |
| Non-Working Travel | 71.90 | \$ 60,171.50 |
| Operations | 32.70 | \$ 31,426.50 |
| Other Professional Compensation | 72.80 | \$ 74,065.00 |
| Other Professional Retention | 322.80 | \$ 406,813.50 |
| Plan and Disclosure Statement | 802.30 | \$1,112,221.50 |
| PSZJ Compensation | 17.20 | \$ 13,578.00 |
| PSZJ Retention | 16.70 | \$ 21,048.50 |
| Stay Litigation | 21.20 | \$ 19,553.50 |
| Travel | 9.50 | \$ 15,912.50 |
| Total | 5,281.30 | \$6,634,632.00 |

EXPENSE SUMMARY

| Expense Category | Service Provider (if applicable)³ | Total Expenses |
|---------------------------------------|---|---------------------------|
| Air Fare | United Airlines, American Airlines | \$12,606.29 |
| Attorney Service | Nationwide Legal, Specialized Legal | \$304.20 |
| Auto Travel Expense | KLS Transportation, Uber, Lyft, DE Limo, A&H Transportation | \$5,848.36 |
| Bloomberg | | \$408.50 |
| Conference Call | AT&T | \$36.83 |
| Court Fees | USBC DE | \$5,552.00 |
| Delivery/Courier Service | Advita, Parcel, AVS Printing | \$2,912.70 |
| Federal Express | | \$569.78 |
| Hotel Expense | DuPont, St. Regis, Ritz | \$12,930.15 |
| Lexis/Nexis- Legal Research | | \$2,543.50 |
| Litigation Support Vendors | KLDiscovery, CLAS Research, T. Martens – witness, The Perfect Witness Co. | \$81,158.43 |
| Pacer - Court Research | | \$3,190.00 |
| Reproduction Expense - @0.10 per page | | \$9,186.00 |
| Transcript | Veritext, Escribers, Reliable | \$24,925.44 |
| Travel Expense | | \$46.00 |
| Witness Fee | | \$119.00 |
| Working Meals | Starbucks, Chickies & Petes, Mezzogiorno, Bardea Garden | \$2,531.13 |
| Total | | \$164,868.31 |

³ PSZJ may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

Objection Deadline: January 23, 2024, at 4:00 p.m.
Hearing Date: TBD

**FIRST QUARTERLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,
AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
PERIOD FROM AUGUST 9, 2023 THROUGH OCTOBER 31, 2023**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the *Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on September 14, 2023 [Docket No. 279] (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), counsel for the debtors and debtors in possession (“Debtors”), hereby submits its First Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from August 9, 2023 through October 31, 2023 (the “Application”).

By this Application PSZJ seeks an interim allowance of compensation in the amount of \$6,634,632.00 and actual and necessary expenses in the amount of \$164,868.31 for a total allowance of \$6,799,500.31 and payment of the unpaid amount of such fees and expenses for the

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc. principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

period August 9, 2023 through October 31, 2023 (the “Fee Period”). In support of this Application, PSZJ respectfully represents as follows:

Background

1. On August 9 and August 21, 2023 (as applicable, the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On August 27, 2023, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”), consisting of the following seven members: (i) Cosan U.S. Inc., (ii) U.S. Bank Trust Company, National Association as Trustee, (iii) Sartorius Stedim North America, Inc., (iv) Hearst Magazine Media, Inc., (v) Wiley Companies, (vi) Park Wynwood, LLC, and (vii) Allog Participacoes, Ltda. See Docket No. 152.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. On September 14, 2023, the Court entered the Administrative Order, authorizing estate professionals (“Professionals”) to submit applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit Monthly Applications. If no objections are made within fourteen (14) days after service of the Monthly Application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred

percent (100%) of the requested expenses. Beginning with the period ending October 31, 2023, and at three-month intervals or such other intervals convenient to the Court, each of the Professionals may file and serve an interim application for allowance of the amounts sought in its Monthly Applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

5. The retention of PSZJ, as counsel for the Debtors, was approved effective as of August 9, 2023 by this Court's Order Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel for the Debtors Effective as of the Petition Date, entered on September 11, 2023 (the "Retention Order"). The Retention Order authorized PSZJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Attorneys retained pursuant to sections 327 or 1103 of the Bankruptcy Code must comply with certain requirements of the *United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases* (the "Revised UST Guidelines"). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to these cases: **Exhibit A**, Customary and Comparable Compensation Disclosures with Fee Applications; **Exhibit B**, Summary of Timekeepers Included in this Fee Application, **Exhibit C**, Staffing Plan; **Exhibit D-1**, Summary of Compensation Requested by

Project Category; **Exhibit D-2**, Summary of Expense Reimbursement Requested by Category; and **Exhibit E**, Summary Cover Sheet of Fee Application.

**PSZJ's APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Compensation Paid and Its Source

7. The Monthly Applications (the "Monthly Applications") for the periods August 9, 2023 through October 31, 2023 of PSZJ have been filed and served pursuant to the Administrative Order.

8. On November 1, 2023, PSZJ filed its *First Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel for the Debtors and Debtors in Possession, for the Period from August 9, 2023 through August 31, 2023* [Docket No. 663] (the "First Monthly Application") requesting \$1,275,515.75 in fees and \$10,553.41 in expenses. PSZJ has received payment on account of 80% of the fees and 100% of the expenses requested in the First Monthly Application. A true and correct copy of the First Monthly Application is attached hereto as **Exhibit F**.

9. On November 22, 2023, PSZJ filed its *Second Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel for the Debtors and Debtors in Possession, for the Period from September 1, 2023 through September 30, 2023* [Docket No. 778] (the "Second Monthly Application") requesting \$2,256,529.50 in fees and \$14,211.62 in expenses. PSZJ has received payment on account of 80% of the fees and 100% of the expenses requested in the Second Monthly Application. A true and correct copy of the Second Monthly Application is attached hereto as **Exhibit G**.

10. On December 1, 2023, PSZJ filed its *Third Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel for the Debtors and Debtors in Possession, for the Period from October 1, 2023 through October 31, 2023* [Docket No. 805] (the “Third Monthly Application”) requesting \$3,102,586.75 in fees and \$140,123.28 in expenses. PSZJ has received payment on account of 80% of the fees and 100% of the expenses requested in the Third Monthly Application. A true and correct copy of the Third Monthly Application is attached hereto as **Exhibit H**.

11. The Monthly Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by PSZJ during the periods covered by such applications as well as other detailed information required to be included in fee applications.

Requested Relief

12. By this Application, PSZJ requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by PSZJ during the Interim Period of August 9, 2023 through October 31, 2023.

13. At all relevant times, PSZJ has not represented any party having an interest adverse to these cases.

14. All services for which PSZJ requests compensation were performed for or on behalf of the Debtors.

15. PSZJ, and any partner, of counsel, or associate thereof, have received no payment and no promises for payment from any source other than from the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this

Application. There is no agreement or understanding between PSZJ and any other person other than among the partners, of counsel, or associates of PSZJ for the sharing of compensation to be received for services rendered in these cases. PSZJ has received payments from the Debtors during the year prior to the Petition Date in the amount of \$1,874,692.00, in connection with the preparation of initial documents and its prepetition representation of the Debtors. PSZJ has applied all prepetition payments to all outstanding prepetition fees and expenses.

16. The professional services and related expenses for which PSZJ requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of PSZJ's professional responsibilities as attorneys for the Debtors in these Chapter 11 Cases. PSZJ's services have been necessary and beneficial to the Debtors and their estates, the Committee, creditors and other parties in interest.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZJ is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZJ has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

Statement from PSZJ

18. Pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, PSZJ responds to the following questions regarding the Application:

| Question | Yes | No | Additional Explanation or Clarification |
|--|------|-----|---|
| Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain. | | No. | |
| If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application higher by 10% or more, did you discuss the reasons for the variation with the client? | | N/A | |
| Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? | | No. | |
| Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? | Yes. | | |
| Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. | | No. | |
| If the fee application includes any rate increases since retention in these Cases: <ul style="list-style-type: none"> i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If | | N/A | |

| Question | Yes | No | Additional Explanation or Clarification |
|---|-----|----|---|
| not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458? | | | |

WHEREFORE, PSZJ respectfully requests that, for the period August 9, 2023 through October 31, 2023, an interim allowance be made to PSZJ for compensation in the amount of \$6,634,632.00 and actual and necessary expenses in the amount of \$164,868.31 for a total allowance of \$6,799,500.31 and that the Debtors be authorized and directed to pay to PSZJ the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: January 2, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Richard M. Pachulski (admitted *pro hac vice*)

Debra I. Grassgreen (admitted *pro hac vice*)

James E. O'Neill (DE Bar No. 4042)

Jason H. Rosell (admitted *pro hac vice*)

Steven W. Golden (DE Bar No. 6807)

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joneill@pszjlaw.com

jrosell@pszjlaw.com

sgolden@pszjlaw.com

Counsel to the Debtors and Debtors in Possession

DECLARATION

STATE OF DELAWARE :
 :
COUNTY OF NEW CASTLE :

James E. O'Neill, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and am admitted to appear before this Court.

b) I am familiar with the legal services rendered by PSZJ as counsel to the Committee.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2, the Administrative Order signed on or about September 14, 2023 and submit that the Application substantially complies with such rule and orders.

/s/ James E. O'Neill

James E. O'Neill